

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

ERIC FORSYTHE, et al.,)	
)	
v.)	Civil Action No. 04-10584-GAO
)	
MASSACHUSETTS FINANCIAL SERVICES)	
COMPANY, et al.)	
)	

STIPULATION OF DISMISSAL WITH PREJUDICE

Pursuant to Rule 41(a)(1)(ii) of the Federal Rules of Civil Procedure, all parties (“Parties”) to the above-captioned civil action (“Action”) stipulate and agree as follows:

1. Plaintiff Eric Forsythe (“Forsythe”) filed the above-captioned action in the District Court on March 25, 2004. Richard Koslow filed a related action in this court on May 20, 2004 captioned *Koslow v. Sun Life Financial, Inc.*, Docket No. 04-11019-GAO (“Koslow Action”). Larry R. Eddings filed a related action in this court on April 15, 2004 captioned *Eddings v. Sun Life Financial, Inc.*, Docket No. 04-10764-GAO. All of these actions initially asserted claims on behalf of a class of shareholders of all mutual funds advised by MFS, and derivative claims and claims under Section 36(b) of the Investment Company Act on behalf of all such funds.
2. On March 3, 2005, Forsythe and others including plaintiffs in the Forsythe and Koslow Actions (“Plaintiffs”) filed a Consolidated Amended Complaint (“Complaint”) in this Action.
3. Defendants moved to dismiss the Complaint. On January 19, 2006, the District Court dismissed the Complaint except that it permitted Forsythe and Koslow to pursue claims under Section 36(b) of the Investment Company Act on behalf of two funds (“Remaining Funds”). The claims of the remaining named plaintiffs in the Action were dismissed.

4. The Parties engaged in extensive discovery. Defendants produced over 130,000 pages of documents, including all of the materials submitted to the independent trustees of the Remaining Funds in connection with their consideration and approval of the advisory and other fees challenged in the Action.

5. The Court entered a separate judgment pursuant to Rule 54(b) of the Federal Rules of Civil Procedure dismissing the claims in the Action of plaintiff Eddings and plaintiff City of Chicago Deferred Compensation Plan. The remaining parties to the Action have discussed with the Court their intention to conclude the Action in light of a settlement.

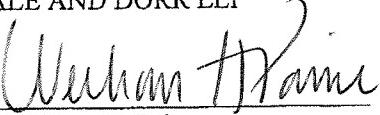
6. This Action shall be dismissed with prejudice and without costs, all rights of appeal having been waived.

7. The dismissal shall take effect upon approval by the Court of this Stipulation and upon entry on the docket of an Order dismissing the Action with prejudice, all rights of appeal having been waived.

MASSACHUSETTS FINANCIAL
SERVICES COMPANY AND
MASSACHUSETTS FUND
DISTRIBUTORS, INC.

By their attorneys,

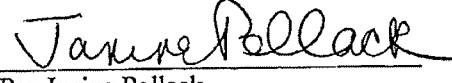
WILMER CUTLER PICKERING
HALE AND DORR LLP


By: William H. Paine

ERIC FORSYTHE, RICHARD
KOSLOW, AND CITY OF
CHICAGO DEFERRED
COMPENSATION PLAN.

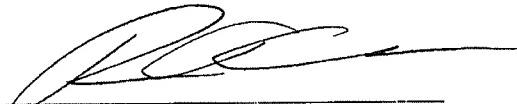
By their attorneys,

MILBERG WEISS LLP


By: Janine Pollack
Counsel for Eric Forsythe

-and-

WEISS & LURIE



By: Richard Acocelli
*Counsel for Counsel for Eric Forsythe,
Richard Koslow and City of Chicago
Deferred Compensation Plan*

-and-

STULL, STULL & BRODY

By: Jules Brody
*Counsel for Counsel for Counsel for Eric
Forsythe, Richard Koslow and City of
Chicago Deferred Compensation Plan*

-and-

BERNSTEIN LITOWITZ BERGER &
GROSSMAN LLP

By: William C. Fredericks
*Counsel for City of Chicago Deferred
Compensation Plan*

- and -

BROWER PIVEN, A Professional
Corporation

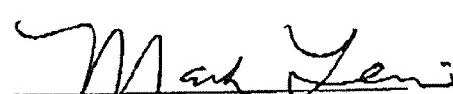
By: Charles J. Piven
Counsel for Eric Forsythe

WEISS & LURIE

By: Richard Acocelli
*Counsel for Eric Forsythe,
Richard Koslow and City of Chicago
Deferred Compensation Plan*

-and-

STULL, STULL & BRODY



By: Jules Brody
*Counsel for Eric Forsythe,
Richard Koslow and City of Chicago
Deferred Compensation Plan*

-and-

BERNSTEIN LITOWITZ BERGER &
GROSSMAN LLP

By: William C. Fredericks
*Counsel for City of Chicago Deferred
Compensation Plan*

- and -

BROWER PIVEN, A Professional
Corporation

By: Charles J. Piven
Counsel for Eric Forsythe

WEISS & LURIE

By: Richard Acocelli
*Counsel for Counsel for Eric Forsythe,
Richard Koslow and City of Chicago
Deferred Compensation Plan*

-and-

STULL, STULL & BRODY

By: Jules Brody
*Counsel for Counsel for Eric
Forsythe, Richard Koslow and City of
Chicago Deferred Compensation Plan*

-and-

BERNSTEIN LITOWITZ BERGER &
GROSSMAN LLP



By: William C. Fredericks
*Counsel for City of Chicago Deferred
Compensation Plan*

- and -

BROWER PIVEN, A Professional
Corporation

By: Charles J. Piven
Counsel for Eric Forsythe

WEISS & LURIE

By: Richard Acocelli
*Counsel for Counsel for Eric Forsythe,
Richard Koslow and City of Chicago
Deferred Compensation Plan*

-and-

STULL, STULL & BRODY

By: Jules Brody
*Counsel for Counsel for Eric
Forsythe, Richard Koslow and City of
Chicago Deferred Compensation Plan*

-and-

BERNSTEIN LITOWITZ BERGER &
GROSSMAN LLP

By: William C. Fredericks
*Counsel for City of Chicago Deferred
Compensation Plan*

- and --

BROWER PIVEN, A Professional
Corporation

Charles J. Piven / per mnp
By: Charles J. Piven
Counsel for Eric Forsythe

- and -

MOULTON & GANS, P.C.

Nancy Freeman-Jones

By: Nancy Freeman Gans
Counsel for Eric Forsythe, City of Chicago
Deferred Compensation Plan, and Richard
Koslow

-and-

GILMAN AND PASTOR, LLP

By: David Pastor
Counsel for Richard Koslow

-and-

SCHIFFRIN BARROWAY TOPAZ &
KESSLER, LLP

By: Richard A. Maniskas
Counsel for Richard Kaslow

APPROVED AND SO ORDERED:

George A. O'Toole, Jr.
United States District Judge

- 4 -

- and -

MOULTON & GANS LLP

By: Nancy Freeman Gans
*Counsel for Eric Forsythe, City of Chicago
Deferred Compensation Plan, and Richard Koslow*

-and-

GILMAN AND PASTOR, LLP

David Pastor / JJS

By: David Pastor
Counsel for Richard Koslow

-and-

SCHIFFRIN BARROWAY TOPAZ &
KESSLER, LLP

[Signature]
By: Richard A. Maniskas
Counsel for Richard Koslow

APPROVED AND SO ORDERED:

George A. O'Toole, Jr.
United States District Judge